

P01000044409

MELINDA ROTH
Route 11 Box 471-7
Lake City, Florida 32024

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RECEIVED
MAR 28 2001
ATSC IRS #6139

RE: Top Dog Canine Academy, Inc.

To whom it may concern:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation. Additionally, enclosed please find a check in the amount of \$122.50 for the filing fee.

Upon filing same, please return the appropriate documents and Certificate to the address indicated above.

If you have any questions or comments regarding the foregoing, please contact me at (904)755-8558.

Very truly yours,

Melinda Roth

Melinda Roth

FILED
MAY - 2 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Melinda GAVE
AUTHORIZATION BY PHONE TO
CORRECT article #
DATE 5/3
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**ARTICLES OF INCORPORATION
OF
TOP DOG CANINE ACADEMY, INC.**

FILED
01 MAY -2 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation under the laws of the State of Florida (Florida Business Corporation Act), as they now exist or may be amended, does hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this Corporation shall be: TOP DOG CANINE ACADEMY, INC.

ARTICLE II

Address. The principle office and mailing address of the corporation shall be Route 11 Box 471-7 Lake City, Florida 32024 and the name of its initial registered agent shall be MELINDA ROTH. The registered office is at the same address as the principle address.

ARTICLE III

Duration. This Corporation is to have perpetual existence.

ARTICLE IV

Purpose. The general purposes for which the Corporation is organized are the following:

- (a) To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act.
- (b) To do such other things as are incidental to the purposes of the corporation or necessary or desirable to accomplish them.

ARTICLE V

Capital Stock. The Corporation is authorized to issue 100 shares at \$1.00 par value common stock. All such shares are of one class and are designated "common stock".

ARTICLE VI

The amount of capital with which this corporation shall begin business is \$100.00.

ARTICLE VII

Voting Rights. Except as otherwise provided by law, the entire voting power for the election of Directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares in proportion to their ownership.

ARTICLE VIII

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by a majority vote of the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the Corporation.

ARTICLE IX

Preemptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. This right is subject to modification in any written Shareholders' Agreements executed by all Shareholders of the Corporation.

ARTICLE X

Initial Directors. This Corporation shall have two (2) directors initially. The number of Directors may either be increased or diminished from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial Director of this Corporation is:

MELINDA ROTH:
LARRY ROTH

Route 11 Box 471-7, Lake City, Florida 32024
Route 11 Box 471-7, Lake City, Florida 32024

ARTICLE XI

Incorporator. The name and address of the person signing these Articles of Incorporation is: MELINDA ROTH: Route 11 Box 471-7, Lake City, Florida 32024

ARTICLE XII

SPECIAL PROVISIONS

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the power of the Corporation, its stockholders and directors, are hereby adopted as part of these Articles of Incorporation.

(1) The management of the business and the conduct of the affairs of the Corporation, including the election of the Chairman of the Board of Directors, if any, the President, the Treasurer, the Secretary, and other principal officers of the Corporation, shall be vested in its Board of Directors. The number and manner of election of the Board of Directors shall be determined in accordance with the By-Laws.

(2) The original By-Laws of the Corporation shall be adopted by the Incorporator.

(3) Any action properly taken by the stockholders at a meeting may be taken without a meeting if either all of the stockholders entitled to vote upon the action at any such meeting consent in writing to any such corporate action being taken or any such action is consented to and receives the affirmative vote of not less than the minimum percentage of the votes required to be cast to authorize any such action under the provisions of the Florida Business Corporation Act notice shall be given to all stockholders entitled to vote on any such action or the taking of such action without a meeting and by less than unanimous written consent.

(4) No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely for this reason, or solely because the director or officer is present at, or participates in, the meeting of the Board of Directors or a committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material fact as to his interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board or committee in good faith authorizes the contract or transaction by a vote sufficient for the purpose without counting the vote of the interested director or directors; or

(b) The material facts as to his interest and as to the contract or transaction are disclosed or are known to the stockholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by vote of the stockholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized or ratified, by the Board of Directors, a committee thereof, or the stockholders. Common or interested directors may be counted in determining the presence of the quorum at the meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

(5) (a) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee

or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

(b) The Corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed in, or not opposed to, the best interests of the Corporation and expect that no

indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(c) To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraphs (a) and (b) hereof, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys fees) actually and reasonably incurred by him in connection therewith.

(d) Any indemnification under paragraphs (a) and (b) hereof, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraphs (a) and (b) hereof.

Such determination shall be made by the Board of Directors, by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding; or, if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs it shall be made, either by independent legal counsel in a written opinion, or by the stockholders.

(e) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in these Articles of Incorporation.

(f) The indemnification provided by these Articles of Incorporation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(g) The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XIII

Amendment. This Corporation reserves the right to repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the

Shareholders is subject to this reservation.

ARTICLE XIV

Indemnification. The Corporation shall indemnify all Officers and Directors, and former Officers and Directors, to the fullest extent permitted by law as the law now exists or may be amended hereafter.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 17 day of February, 2001.

Melinda Roth
MELINDA ROTH

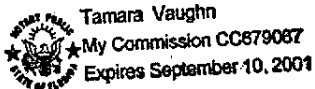
STATE OF FLORIDA)
) ss:
COUNTY OF COLUMBIA)

The foregoing instrument was subscribed and acknowledged before me this 17 day of February, 2001, by MELINDA ROTH who is personally known to me or has produced as identification.

NOTARY PUBLIC

Printed Name of Notary Public

My Commission Expires:



ACCEPTANCE

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as Registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Melinda Roth
MELINDA ROTH

FILED
01 MAY -2 AM 10:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA